

LEWIS
AND
ROCA
LLP
LAWYERS

E-Filed on 9/24/07

1 3993 Howard Hughes Parkway, Suite 600
2 Las Vegas, NV 89169-5996
3 Facsimile (702) 949-8321
4 Telephone (702) 949-8320

5 40 North Central Avenue, Suite 1900
6 Phoenix, Arizona 85004-4429
7 Facsimile (602) 734-3824
8 Telephone (602) 262-5756

9 Susan M. Freeman AZ State Bar No. 004199
10 Email: sfreeman@lrlaw.com
11 Rob Charles NV State Bar No. 006593
12 Email: rcharles@lrlaw.com

13 Attorneys for USACM Liquidating Trust

14 **UNITED STATES BANKRUPTCY COURT
15 DISTRICT OF NEVADA**

16 In re:

17 USA COMMERCIAL MORTGAGE
18 COMPANY,

19 USA CAPITAL REALTY ADVISORS,
20 LLC,

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

USA SECURITIES, LLC, Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**STIPULATION RE WITHDRAWAL
OF PROOF OF CLAIM NO. 10725-
00436 FILED BY ROBERT C. AND
PATSY G. TOOMBES**

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

The USACM Liquidating Trust (the "USACM Trust"), by and through its undersigned counsel, and Robert C. and Patsy G. Toombes ("Claimants"), stipulate:

1. Claimants filed a Proof of Claim ("Claim") No. 10725-00436 on October 4, 2006, in the amount of \$350,000.00.

LEWIS
ANDROCA
LLP

LAWYERS

1 2. On August 27, 2007, USACM Trust notified Claimants of discrepancies
 2 with respect to the Claim and gave Claimants the option to correct the discrepancies or
 3 withdraw the Claim.

4 3. Claimants notified the USACM Trust that Claimants want to withdraw the
 5 proof of claim filed in this case.

6 Therefore, the parties stipulate and agree that Claimants withdraw proof of claim
 7 No. 10725-00436 filed on October 4, 2006, in the amount of \$350,000.00 and no further
 8 notice shall be given to Claimants. Claimants will receive no distribution from the
 9 USACM Trust on account of the Claim, but this does not affect any payments Claimants
 10 may be entitled to receive from the current or future servicing agent on pending Direct
 11 Lender loans from current or future Borrower loan payments.

12 DATED: September 24, 2007

13 LEWIS AND ROCA LLP

14 By: /s/ RC (#6593)

15 Susan M. Freeman, AZ 4199 (*pro hac vice*)

16 Rob Charles, NV 6593

17 Counsel for USACM Liquidating Trust

18 -and-

19 DATED: Sept 6, 2007.

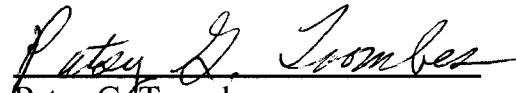


20 Robert C. Toombes

21 P.O. Box 11665

22 Zephyr Cove, Nevada 89448-3665

23 DATED: Sept 6, 2007.



24 Patsy G. Toombes

25 P.O. Box 11665

26 Zephyr Cove, Nevada 89448-3665